

US EPA RECORDS CENTER REGION 5



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Form C.S.-213

STATE OF MICHIGAN
DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU
CORPORATION DIVISION
LANSING, MICHIGAN

(THIS IS A PART OF THE CORPORATE DOCUMENT DESCRIBED BELOW)

NAME OF CORPORATION: Sempco, Inc.	
CORPORATE DOCUMENT: Agreement of Merger	
DO NOT WRITE IN SPACES BELOW - FOR DEPARTMENT USE	
<p>FILED Michigan Department of Commerce</p> <p>JUN 29 1979</p> <p><i>John W. McLaughlin</i> DIRECTOR</p> <p>Effective July 1, 1979</p>	Date Received: JUN 29 1979
CORPORATION NUMBER	0 7 8 - 2 2 2

AGREEMENT OF MERGER

Agreement of Merger dated June 29, 1979, by and between Sempco, Inc., a Michigan Corporation, hereinafter referred to as Sempco, and a majority of the directors thereof, Parties of the First Part, and Materials Fabricating & Handling, Inc., a Michigan Corporation, hereinafter referred to as Materials and a majority of directors thereof, Parties of the Second Part:

WITNESSETH:

WHEREAS, Sempco is a Michigan Corporation, its certificate of incorporation having been filed in the office of the Michigan Corporation and Securities Commission on ~~November 25, 1964~~ ^{October 28, 1963} under the name of R & R Manufacturing, Inc. ~~as a result of~~ A Certificate of Amendment to the Articles of Incorporation of R & R Manufacturing, Inc., a Michigan Corporation; ~~and~~ was filed November 25, 1964 changing the name to Sempco, Inc.

WHEREAS, Materials is a Michigan Corporation, its certificate of incorporation having been filed in the office of the Michigan Corporation and Securities Commission on October 21, 1964; and,

WHEREAS, Sempco has an authorized capital consisting of 50,000 shares of voting common stock with a par value of \$1.00 per share, of which 8205 shares are presently issued and outstanding 100% of which are owned and held by Materials; and,

WHEREAS, Materials has an authorized capital consisting of 50,000 shares of voting common stock with a par value of \$1.00 per share, of which 33,461 shares are presently issued and outstanding; and,

WHEREAS, Sempco and Materials are hereafter referred to as the "constituent corporations"; and,

WHEREAS, it is the opinion of the majority of the members of the respective boards of directors of the constituent corporations that it is advisable and for the best welfare and advantage of the constituent corporations and their respective stockholders that Materials merge with and into Sempco in a manner and upon the terms and conditions hereinafter contained.

NOW, THEREFORE, for the purpose of effecting such merger and prescribing the terms and conditions thereof, THE PARTIES HERETO AGREE, for and in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, and in accordance with the provisions of the Business Corporation Act of the State of Michigan, that Materials and Sempco shall be and they hereby are merged in to a single corporation, to-wit, Sempco one of the parties of this Agreement, which shall be the surviving corporation, and is hereinafter sometimes referred to as the "surviving corporation"; and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the merger into effect, and the manner of converting the shares of stock presently outstanding of each of the constituent corporations into shares of stock of the surviving corporation, are and shall be as hereinafter set forth; and that the Articles of Incorporation, as heretofore amended, shall, upon the effective date of this Agreement, be and be deemed to be further amended as hereinafter set forth.

SECTION I

Corporate Existence and Name of Surviving Corporation

Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights, immunities and properties of Sempco shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights, immunities and properties of Materials shall be merged into Sempco, and Sempco shall be fully vested therewith. At such time as this Agreement of Merger shall become effective, as hereinafter provided, Materials shall be deemed to be merged with and into Sempco and Sempco and Materials shall thereupon become a single corporation, to-wit, Sempco, one of the parties hereto, which shall survive such merger and shall continue to exist under the charter of Sempco, and be governed by the laws of the State of Michigan. The name of the surviving corporation shall be Sempco, Inc. The effective date of this Agreement of Merger shall be as set forth in Section 5 hereof.

SECTION II

By-Laws of Surviving Corporation

The by-laws of Sempco, Inc., as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be amended or repealed as therein provided.

SECTION III

First Board of Directors and First Officers of Surviving Corporation

The first board of directors of the surviving corporation shall consist of three members who will hold office until the annual meeting of stockholders ~~to be held on~~ and until their successors are duly elected and qualified. The names and addresses of the individuals who shall constitute the first board of directors of the surviving corporation are as follows:

<u>Name</u>	<u>Address</u>
Wendell C. Flynn	2980 City National Bank Bldg., Det., Michigan
Margaret Ann Flynn	" " " " " " "
Brigid O. Flynn	" " " " " " "

The first officers of the surviving corporation shall consist of a president, vice president, treasurer and secretary, who shall hold office until the annual meeting of the board of directors to be held immediately following the annual meeting of the stockholders ~~and~~ and until their successors are duly elected and qualified. The names and addresses of the first officers of the surviving corporation are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President & Treasurer	Wendell C. Flynn	2980 City Natl. Bk. Bldg., Det., Mi.
Vice President	Brigid O. Flynn	" " " " " " "
Secretary	Margaret Ann Flynn	" " " " " " "

SECTION IV

Manner of Converting Shares of Constituent Corporations into Shares of Surviving Corporation

The manner of converting shares of stock of the constituent corporations into shares of the surviving corporation shall be as follows:

Each of the shares of the issued and outstanding common capital stock

of Materials which shall be outstanding immediately prior to the effective date of this Agreement shall, upon the effective date of this Agreement, forthwith be exchanged for .245 share of \$1.00 par value common stock of Sempco, the surviving corporation.

SECTION V

Approval of Agreement of Merger by Stockholders of Constituent Corporations

The Agreement of Merger shall be contingent upon approval by the stockholders of each of the constituent corporations, in the manner as provided in this section.

This Agreement of Merger shall be submitted to the respective stockholders of each of the constituent corporations, as provided by law, at meetings thereof called separately for the purpose of taking the same into consideration. Upon the adoption thereof at such meetings by the votes of stockholders of Sempco representing the majority of the total number of shares of its outstanding common \$1.00 par value stock, and by the votes of stockholders of Materials representing the majority of the total number of shares of its outstanding common \$1.00 par value stock, such facts shall be duly certified hereon by the respective presidents or vice-presidents and secretaries or assistant secretaries of the constituent corporations and the surviving corporation under the seals thereof; and this Agreement shall thereupon be signed, acknowledged and filed in accordance with the provisions of Section 707 of the Michigan Business Corporation Act, and upon the completion of such filing of this Agreement, in accordance with the provisions of such statute, this Agreement shall become and be effective and shall be taken and deemed to be the Agreement and act of merger of the constituent corporations, and the merger shall, for all purposes, become and be effective immediately after the close of business on the day following the day on which such filing shall have been completed.

SECTION VI

Effect of Filing of This Agreement of Merger

When this Agreement of Merger shall have been filed in accordance with the provisions of Section 5 above, the separate existence of Materials shall cease, and Materials shall thereupon be deemed to be merged into Sempco, in accordance with the provisions of this Agreement; and Sempco, as the surviving corporation, shall possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all and singular the rights, privileges, powers and franchises of each of said constituent corporations, and all property, real, personal and mixed, and all debts due to either of said constituent corporations on whatever account, as well for stock subscriptions as all other things in action, or belonging to each of such constituent corporations, shall be vested in Sempco as the surviving corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, vested by deed or otherwise under the laws of the State of Michigan, or of any other state, vested in either of such constituent corporations, shall not revert or be in any way impaired by reason of such merger, provided that all rights of creditors and all liens upon any property of either of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any surplus which the constituent corporations may have at the time of such merger may be carried as surplus by the surviving corporation.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents

and secretaries, thereunto duly authorized by the respective Board of
Directors and shareholders of the constituent corporations.

A Majority of the Directors of Sempco, Inc., a Party of the First Part

SEMPCO, INC.
(A Michigan Corporation)

By: *Demetrius C. Lynn*
Director President

Margaret Ann Lynn
Director
Brian C. Lynn
Director

A Majority of the Directors of Materials Fabricating & Handling, Inc.,
a Party of the Second Part


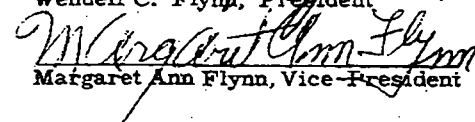
MATERIALS FABRICATING &
HANDLING, INC.
(A Michigan Corporation)

by: *Demetrius C. Lynn*
Director President

Margaret Ann Lynn
Director
Brian C. Lynn
Director

The undersigned officers of Materials Fabricating & Handling, Inc., a Michigan corporation, hereby certify as such officers under the corporate seal thereof that the Agreement of Merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of Materials Fabricating & Handling, Inc., a Michigan corporation and by at least a majority of the directors of Sempco, Inc., a Michigan corporation, was duly submitted to the shareholders of Materials Fabricating & Handling, Inc. at a special meeting of the shareholders thereof called separately and for the purpose of taking the Agreement of Merger into consideration and held pursuant to the provisions of the Michigan Business Corporation Act; and that, at such meeting, the votes of the shareholders representing the majority of the total number of shares of the outstanding capital stock (of each class) of Materials Fabricating & Handling, Inc., were cast for the adoption of the Agreement of Merger.

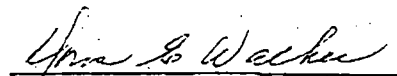
Witness our hands and seals and the seal of Materials Fabricating & Handling, Inc., this 29th day of June 1979.


Wendell C. Flynn, President

Margaret Ann Flynn, Vice-President

STATE OF MICHIGAN) SS
COUNTY OF WAYNE)

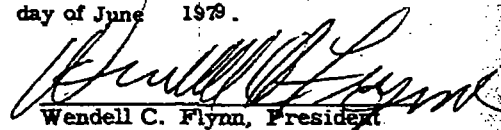
On this 29th day of June 1979, before me appeared Wendell C. Flynn and Margaret Ann Flynn, to me personally known, who, being by me duly severally sworn, did depose and say that Wendell C. Flynn is the President and Margaret Ann Flynn is the Vice President of Materials Fabricating & Handling, Inc., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of the said corporation by authority of its Board of Directors, and said Wendell C. Flynn and Margaret Ann Flynn severally duly acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal the day and year aforesaid.


Notary Public, Wayne County, Michigan
My Commission Expires: Feb 24, 1982

The undersigned officers of Sempco, Inc., a Michigan corporation, hereby certify as such officers, said corporation have seal, that the Agreement of Merger to which certificate is attached, after having been first duly signed by at least a majority of the directors of Sempco, Inc., a Michigan corporation, and by at least a majority of the directors of Materials Fabricating & Handling, Inc., a Michigan corporation, was duly submitted to the shareholders of Sempco, Inc. at a special meeting of shareholders thereof called separately and for the purpose of taking the Agreement of Merger into consideration and held pursuant to the provisions of the Michigan Business Corporation Act; and that, at such meeting, the votes of the shareholders representing 100% of the total number of shares of the outstanding capital stock (of each class) of Sempco, Inc., were cast for the adoption of the Agreement of Merger.

Witness our hands and seals this 29th day of June 1979.

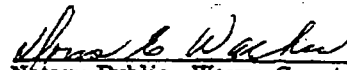

Wendell C. Flynn, President


Margaret Ann Flynn, Secretary

STATE OF MICHIGAN)
COUNTY OF WAYNE) SS

On this 29th day of June 1979, before me appeared Wendell C. Flynn and Margaret Ann Flynn, to me personally known, who, being by me duly severally sworn, did depose and say that Wendell C. Flynn is the President and Margaret Ann Flynn is the Secretary of Sempco, Inc., and that said corporation has seal, and that said instrument was signed and sealed in behalf of the said corporation by authority of its Board of Directors, and said Wendell C. Flynn and Margaret Ann Flynn severally duly acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal the day and year aforesaid.


Notary Public, Wayne County, Michigan

My Commission expires: DORIS E. WALKER
Notary Public, Wayne County, Mich.
My Commission Expires Feb. 24, 1982